

HOPKINS & SUTTER

(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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April 21, 1999

RECORDATION NO. **16314-A** FILED

APR 22 '99

3-40PM

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of April 1, 1999, and executed by SLX Canada Inc. and Canadian National Railway Company. The Lease of Equipment #11 is dated as of March 1, 1989. The units covered by the Lease are 14 GP 38-2 diesel locomotives, as more specifically described on Schedule A, attached to this letter.

The Lease was recorded with the ICC and assigned recordation number 16314.

The parties to the Lease are:

Lessor: SLX Canada Inc.

Lessee: Canadian National Railway Company

Enclosed is our check in the amount of \$26.

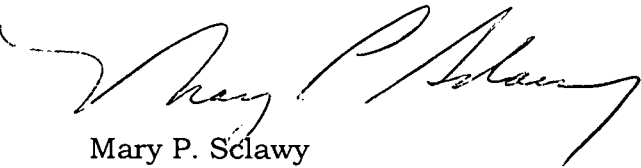
Please accept one counterpart of this document for filing, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the

Secretary
April 21, 1999
Page 2

courier presenting this document for recordation or to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1240

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference _____

SCHEDULE A

- 14 GP38-2 Diesel-Electric Locomotives** (4 axle, 2,000 horsepower) built in 1973 and 1974 by EMD General Motors of Canada Limited in London, Ontario with the following marks and road numbers:

CN 4795 to CN 4800 inclusive;

CN 4802 to CN 4803 inclusive; and

CN 4805 to CN 4810 inclusive.

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(SLX / CN Lease # 11)

APR 22 '99

3-40PM

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of April 1, 1999
between **SLX Canada Inc. ("SLX")** and **Canadian National
Railway Company ("CN")**.

WHEREAS, SLX is the lessor, of the locomotives described on Schedule A hereto (the "Equipment"), under that certain Lease of Equipment # 11 dated as of March 1, 1989 (the "Lease") with CN as lessee;

AND WHEREAS, SLX acknowledges that CN has fully performed its obligations under the Lease.

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

- 1) The Lease was terminated, by SLX and CN, in accordance with its terms;
- 2) SLX and CN acknowledge that certain indemnity provisions of the Lease survive the termination thereof, as more particularly specified therein;
- 3) The Equipment was sold, by SLX to CN, free and clear of all encumbrances arising through SLX pursuant to a Bill of Sale of even date herewith;

and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized.

SLX CANADA INC.,
as lessor and seller

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as lessee and buyer

By: 

Its: Director

By: 

Its: Sr. Manager, Asset Financing

By: 

Its: Director

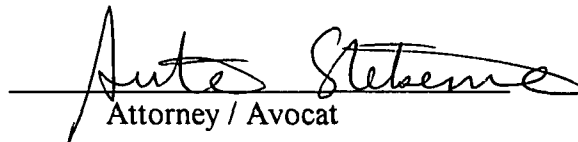
Note: On May 2, 1989 at 11:55 A.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) under primary recordation number 16314; and

On April 27, 1989 at 12:19 P.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of April 1, 1999
between SLX and CN.*

On this 25th day of March, 1999, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager Asset Financing of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Attorney / Avocat

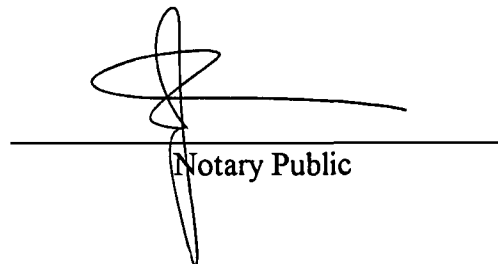
Bar # 1940666-0

[Seal]

PROVINCE OF ONTARIO)
) ss:
CITY OF TORONTO)

*In the matter of a Memorandum
dated as of April 1, 1999
between SLX and CN.*

On this 30th day of March, 1999, before me personally appeared Bruce Barber, to me personally known, who, being by me duly sworn, says that such person is a Director of SLX Canada Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]



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